

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Constellation Enterprises LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 16-11213 (CSS)

Jointly Administered

Re: Docket No. 686

**ORDER APPROVING SETTLEMENT AGREEMENT
BY AND AMONG THE DEBTORS AND SETTLING PARTIES**

Upon consideration of the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Order**”) approving the Settlement Agreement; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Agreement was negotiated in good faith, the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest and the consideration to be made thereunder is for reasonably equivalent value and fair consideration; and this Court having found that notice of the Motion and opportunity for a hearing on the Motion were appropriate, and it appearing that no other notice need be provided; and the Court having determined that the legal and factual bases

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the debtors, where applicable are: Constellation Enterprises LLC (9571); JFC Holding Corporation (0312); The Jorgensen Forge Corporation (1717); Columbus Holdings Inc. (8155); Columbus Steel Castings Company (8153); Zero Corporation (0538); Zero Manufacturing, Inc. (8362); Metal Technology Solutions, Inc. (7203); Eclipse Manufacturing Co. (1493); and Steel Forming, Inc. (4995). The debtors’ mailing address is located at 50 Tice Boulevard, Suite 340, Woodcliff Lakes, NJ 07677.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the Settlement Agreement, as applicable.

set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Settlement Agreement, a copy of which is attached hereto as Exhibit 1, is approved in its entirety as being fair, reasonable, adequate, consistent with environmental law, and is effective and binding on the Settling Parties according to its terms as if set forth fully in this Order.
3. This Order and the Settlement Agreement shall be binding upon the Settling Parties, any trustees appointed in the Chapter 11 Cases, any trustees appointed in any subsequent chapter 7 cases relating to the Debtors, and all other parties in interest in accordance with and subject to the terms of the Settlement Agreement.
4. The Settlement Agreement constitutes a judicially-approved settlement pursuant to which each Debtor has, as of the Effective Date, resolved its liability to the United States within the meaning of Section 113(f)(2) of CERCLA, 42 U.S.C. § 9613(f)(2) for matters addressed, as defined in the Settlement Agreement, and is entitled, as of the Effective Date, to protection from contribution actions or claims as provided by Section 113(f)(2) of CERCLA, or as may be otherwise provided by law, for the “matters addressed” in the Settlement Agreement.
5. The Debtors and all other Settling Parties are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion and to implement the terms of the Settlement Agreement without further notice, hearing or order of the Court.

6. The failure specifically to include or reference any particular term or provision of the Settlement Agreement in this Approval Order shall not diminish or impair the effectiveness of such term and provision, it being the intent of the Court that the Settlement Agreement be authorized and approved in its entirety.

7. This Order is effective immediately, notwithstanding Fed. R. Bankr. P. 6004(h).

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: 11/18, 2016
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE